

Viacom Inc.
Form 4
November 14, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DOOLEY THOMAS E

(Last) (First) (Middle)
1515 BROADWAY

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Viacom Inc. [VIA, VIAB]

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2014

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
SEVP, COO

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class B Common Stock	11/12/2014		M		150,000	A	<u>(1)</u> 793,147 ⁽²⁾	D
Class B Common Stock	11/12/2014		A		74,960	A	<u>(1)</u> 868,107	D
Class B Common Stock	11/12/2014		F ⁽³⁾		125,572	D	\$ 69.25 742,535	D
Class B Common							291,000	I
								By 2014 GRAT ⁽⁴⁾

Stock

Class B

Common

Stock

970

I

By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Performance Restricted Share Units <u>(1)</u>	<u>(1)</u>	11/12/2014		M	150,000	<u>(1)</u> <u>(1)</u>	Class B Common Stock 150,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOOLEY THOMAS E 1515 BROADWAY NEW YORK, NY 10036	X		SEVP, COO	

Signatures

/s/ Thomas E. Dooley 11/14/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares of the Issuer's Class B Common Stock were issued to the Reporting Person as follows: (i) 150,000 shares were issued upon the vesting of the last of four equal annual installments of the minimum number of shares to be received of previously granted

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Performance Restricted Share Units (the "PRSUs") and (ii) an additional 74,960 shares were issued upon the certification by the Compensation Committee of the Issuer's Board of Directors on November 12, 2014 of the vesting of additional PRSUs based on the attainment of specified performance criteria for the Issuer's fiscal year 2014. The PRSUs were granted to the Reporting Person for no consideration on May 27, 2010. On November 12, 2014, the closing price of the Issuer's Class B Common Stock on The NASDAQ Global Select Market was \$69.25 per share.

- (2) Includes 206,200 shares that were previously reported as indirectly held by the Reporting Person's grantor retained annuity trust ("GRAT") formed July 31, 2013. Excludes 291,000 shares that were previously reported as directly held by the Reporting Person, which have been transferred to the Reporting Person's GRAT formed June 13, 2014 (see footnote 4).
- (3) Represents shares withheld pursuant to the terms of the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated as of December 2, 2008 (the "LTMIP"), to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the PRSUs.
- (4) These shares, which were previously reported as directly held, have been contributed by the Reporting Person to his GRAT formed June 13, 2014.
- (5) Granted under the LTMIP for no consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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